

THIS OBJECTION SEEKS TO DISALLOW AND EXPUNGE CERTAIN FILED PROOFS OF CLAIM. PARTIES RECEIVING THIS NOTICE OF THE DEBTORS' FOURTH OMNIBUS OBJECTION TO CLAIMS SHOULD REVIEW THE OMNIBUS OBJECTION TO DETERMINE IF THEIR NAME(S) AND/OR CLAIM(S) ARE LOCATED IN THE OMNIBUS OBJECTION, AND/OR THE EXHIBIT ATTACHED THERETO, TO DETERMINE WHETHER THIS OBJECTION AFFECTS THEIR CLAIM(S).

**IF YOU HAVE QUESTIONS, PLEASE CONTACT
DEBTORS' COUNSEL, KYLE J. TUMSUDEN, ESQ., AT (212) 310-8125.**

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Ray C. Schrock, P.C.
Jacqueline Marcus
Garrett A. Fail
Sunny Singh

*Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11
	:
SEARS HOLDINGS CORPORATION, et al.,	: Case No. 18-23538 (RDD)
	:
Debtors.¹	: (Jointly Administered)
-----X	

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

**NOTICE OF HEARING ON DEBTORS' FOURTH OMNIBUS
OBJECTION TO PROOFS OF CLAIM (AMENDED AND SUPERSEDED CLAIMS)**

PLEASE TAKE NOTICE that, on August 29, 2019, Sears Holdings Corporation and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”) filed the *Debtors' Fourth Omnibus Objection to Proofs of Claim (Amended and Superseded Claims)* (the “**Objection**”) with the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”).

PLEASE TAKE FURTHER NOTICE that the Objection requests that the Bankruptcy Court disallow and expunge one or more proofs of claim listed on **Exhibit A** annexed hereto (the “**Proofs of Claim**” or “**Claims**”), on the ground(s) that each of the Claims have been amended and superseded by a subsequently filed claim identified on Exhibit A under the heading “**Surviving Claims.**”

**ANY CLAIM THAT THE BANKRUPTCY COURT EXPUNGES
AND DISALLOWS WILL BE TREATED AS IF IT HAD NOT
BEEN FILED AND YOU WILL NOT BE ENTITLED TO ANY
DISTRIBUTION ON ACCOUNT THEREOF.**

PLEASE TAKE FURTHER NOTICE that the *Court-Ordered Claims Hearing Procedures* (the “**Claims Hearing Procedures**”), annexed hereto as **Exhibit B**, shall apply and govern the Objection to the Claims. The Claims Hearing Procedures provide for certain mandatory actions by claimants (each, a “**Claimant**” and collectively, the “**Claimants**”) within certain time periods. Therefore, please review the Claims Hearing Procedures carefully. Failure to comply with the Claims Hearing Procedures may result in the disallowance and expungement of a Proof of Claim without further notice to the respective Claimant(s).

PLEASE TAKE FURTHER NOTICE that, if Claimant does NOT oppose the disallowance and expungement of its applicable Claim(s), as listed on **Exhibit A** annexed hereto, then Claimant does NOT need to file a written response (the “**Response**”) to the Objection and Claimant does NOT need to appear at the Hearing (as defined herein).

PLEASE TAKE FURTHER NOTICE that, if Claimant DOES oppose the disallowance and expungement of its applicable Claim(s), as listed on **Exhibit A** annexed hereto, then Claimant MUST file with the Bankruptcy Court and serve on the parties listed below a Response to the Objection, so as to be filed and received by no later than **September 19, 2019, at 4:00 p.m. (Prevailing Eastern Time)** (the “**Response Deadline**”).

PLEASE TAKE FURTHER NOTICE that Response(s) to the Objection, if any, must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, and shall be filed with the Bankruptcy Court (i) by attorneys practicing in the Bankruptcy Court, including attorneys admitted *pro hac vice*, electronically in accordance with General Order M-399 (which can be found at www.nysb.uscourts.gov), and (ii) by all other parties-in-interest, on a CD-ROM, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and shall be served in accordance with the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405) (the “**Amended**

Case Management Order”), so as to be filed with the Bankruptcy Court and received by the parties listed below by or before the Response Deadline.

PLEASE TAKE FURTHER NOTICE that Response(s) to the Objection, if any, must contain, at a minimum, the following: (i) a caption setting forth the name of the Bankruptcy Court, the names of the Debtors, the case number and the title of the Objection to which the Response is directed; (ii) the name of the Claimant and description of the basis for the amount of the Claim; (iii) a concise statement setting forth the reasons why the Claim should not be disallowed and expunged for the reasons set forth in the Objection, including, but not limited to, the specific factual and legal bases upon which Claimant will rely in opposing the Objection; (iv) all documentation or other evidence of the Claim, to the extent not included with the Proof of Claim previously filed with the Bankruptcy Court, upon which Claimant will rely in opposing the Objection; (v) the address(es) to which the Debtors must return any reply to Claimant’s Response, if different from that presented in the applicable Proof of Claim; and (vi) the name, address, and telephone number of the person (which may be Claimant or Claimant’s designated legal representative) possessing ultimate authority to reconcile, settle, or otherwise resolve the Claim on Claimant’s behalf.

**CLAIMANTS SHOULD NOT CONTACT THE CLERK OF THE
BANKRUPTCY COURT TO DISCUSS THE MERITS OF
THEIR CLAIMS.**

PLEASE TAKE FURTHER NOTICE that the Bankruptcy Court will consider a Response only if the Response is timely filed, served, and received in accordance with the *Amended Case Management Order* and the procedures set forth herein. A Response will be deemed timely filed, served, and received only if the original Response is actually received on or before the Response Deadline by (i) the chambers of the Honorable Robert D. Drain, United States Bankruptcy Court, 300 Quarropas Street, White Plains, New York 10601; (ii) Weil, Gotshal, & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Ray C. Schrock, Esq., Jacqueline Marcus, Esq., Garrett A. Fail, Esq., and Sunny Singh, Esq.), attorneys for the Debtors; and (iii) Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036 (Attn: Philip C. Dublin, Esq., Ira Dizengoff, Esq., and Sara Lynne Brauner, Esq.), attorneys for the Official Committee of Unsecured Creditors appointed in these cases.

PLEASE TAKE FURTHER NOTICE that, except as otherwise permitted under the Claims Hearing Procedures, a hearing to consider the Objection will be held before the Honorable Robert D. Drain, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601, on **October 23, 2019, at 10:00 a.m. (Prevailing Eastern Time)** (the “**Hearing**”). If Claimant files a Response to the Objection, Claimant should plan to appear at the Hearing. The Debtors, however, reserve the right to continue the Hearing on the Objection with respect to the Claim(s) that are the subject of such Response. If the Debtors do continue the Hearing with respect to such Claim(s), then the Hearing on the Objection with respect to such Claim(s) will be held at a later date. If the Debtors do not continue the Hearing with respect to such Claim(s), then a Hearing on the Objection will be conducted on the above date.

PLEASE TAKE FURTHER NOTICE that if Claimant does not timely file and serve a Response to the Objection with respect to the Claims listed on **Exhibit A** hereto, the Debtors may, on or after the Response Deadline, submit to the Bankruptcy Court an order substantially in the form of the proposed order annexed as **Exhibit B** to the Objection, which order may be entered without further notice or opportunity to be heard.

PLEASE TAKE FURTHER NOTICE that, if the Bankruptcy Court does NOT disallow and expunge the Claims listed on **Exhibit A** hereto, the Debtors retain the right to object on other grounds to the Claim(s) (or to any other Claim(s) Claimant may have filed) at a later date. Claimant will receive a separate notice of any such objection(s).

PLEASE TAKE FURTHER NOTICE that Claimant may participate in the Hearing telephonically, provided Claimant complies with the Bankruptcy Court's instructions (including, without limitation, providing prior written notice to counsel for the Debtors and any statutory committee), which can be found on the Bankruptcy Court's website at www.nysb.uscourts.gov.

PLEASE TAKE FURTHER NOTICE that any responding parties are required to attend the Hearing, and failure to appear may result in relief being granted or denied upon default.

PLEASE TAKE FURTHER NOTICE that, if any Claimant wishes to view the complete Objection, such Claimant can do so for free at <https://restructuring.primeclerk.com/sears>.

Dated: August 29, 2019
New York, New York

/s/ Garrett A. Fail

Ray C. Schrock, P.C.

Jacqueline Marcus

Garrett A. Fail

Sunny Singh

WEIL, GOTSHAL & MANGES LLP

767 Fifth Avenue

New York, New York 10153

Telephone: (212) 310-8000

Facsimile: (212) 310-8007

Attorneys for Debtors

and Debtors in Possession

Exhibit A

Amended and Superseded Claims

Claims to be Disallowed										Surviving Claims								
Ref #	Name of Claimant	Claim No. to be Disallowed	Asserted Debtor	Asserted 503(b)(9) Administrative Priority Claim Amount	Asserted Administrative Priority Claim Amount	Asserted Secured Claim Amount	Asserted Priority Claim Amount	Asserted General Unsecured Claim Amount	Asserted Total Claim Amount	Name of Claimant	Surviving Claim No.	Asserted Debtor	Asserted 503(b)(9) Administrative Priority Claim Amount	Asserted Administrative Priority Claim Amount	Asserted Secured Claim Amount	Asserted Priority Claim Amount	Asserted General Unsecured Claim Amount	Asserted Total Claim Amount
1.	ABS Graphics, Inc.	1153	Sears Holdings Corporation	\$6,812.00	\$0.00	\$0.00	\$0.00	\$116,439.91	\$123,251.91	ABS Graphics, Inc.	9285	Sears Holdings Corporation	\$0.00	\$0.00	\$0.00	\$0.00	\$123,251.91	\$123,251.91
2.	AMW Vietnam Co., Ltd.	480	Kmart Corporation	\$0.00	\$0.00	\$0.00	\$0.00	\$145,974.75	\$145,974.75	AMW Vietnam Co., Ltd.	14036	Sears Holdings Corporation	\$314,760.69	\$0.00	\$0.00	\$0.00	\$693,157.91	\$1,007,918.60
3.	AMW Vietnam Co., Ltd.	520	Sears, Roebuck and Co.	\$0.00	\$0.00	\$0.00	\$0.00	\$277,837.54	\$277,837.54									
4.	AMW Vietnam Co., Ltd.	542	Sears, Roebuck and Co.	\$0.00	\$0.00	\$0.00	\$0.00	\$150,658.50	\$150,658.50									
5.	AMW Vietnam Co., Ltd.	605	Kmart Corporation	\$0.00	\$0.00	\$0.00	\$0.00	\$89,627.85	\$89,627.85									
6.	AMW Vietnam Co., Ltd.	607	Sears, Roebuck and Co.	\$0.00	\$0.00	\$0.00	\$0.00	\$284,499.60	\$284,499.60									
7.	AMW Vietnam Co., Ltd.	743	Sears Holdings Corporation	\$207,644.39	\$0.00	\$0.00	\$0.00	\$740,831.63	\$948,476.02	Buxton Acquisition Co., LLC	16754	Sears, Roebuck and Co.	\$84,314.30	\$0.00	\$0.00	\$0.00	\$161,501.30	\$245,815.60
8.	Buxton Acquisition Co., LLC	891	Sears Holdings Corporation	\$84,314.30	\$0.00	\$0.00	\$0.00	\$178,975.75	\$263,290.05									
9.	Central Power Distributors, Inc.	147	Sears Holdings Corporation	\$670,093.85	\$0.00	\$0.00	\$0.00	\$0.00	\$670,093.85	Central Power Distributors, Inc.	5234	Sears, Roebuck and Co.	\$670,093.85	\$0.00	\$0.00	\$0.00	\$0.00	\$670,093.85
10.	CRG Financial LLC (As Assignee of Topet USA Inc.)	2935	Sears Holdings Corporation	\$0.00	\$0.00	\$0.00	\$0.00	\$1,979.28	\$1,979.28	Whitebox Multi-Strategy Partners, LP as Transferee of CRG Financial LLC (As Assignee of Topet USA Inc.)	18127	Kmart Corporation	\$1,979.28	\$0.00	\$0.00	\$0.00	\$0.00	\$1,979.28
11.	Cudlie Accessories LLC	4978	Sears Holdings Corporation	\$411.60	\$0.00	\$0.00	\$0.00	\$10,127.40	\$10,539.00	CUDLIE ACCESSORIES LLC C	11796	Sears, Roebuck and Co.	\$4,104.00	\$0.00	\$0.00	\$0.00	\$0.00	\$4,104.00
12.	Data Print Technologies, Inc.	1239	Sears Holdings Corporation	\$254,551.87	\$0.00	\$0.00	\$0.00	\$440,197.31	\$694,749.18	Data Print Technologies, Inc.	6200	Sears Holdings Corporation	\$70,048.15	\$0.00	\$0.00	\$0.00	\$438,595.66	\$508,643.81
13.	Dynasty Carpet & Rug Co., Inc.	5070	Sears Holdings Corporation	\$0.00	\$0.00	\$0.00	\$0.00	\$87,305.75	\$87,305.75	Dynasty Carpet & Rug Co., Inc.	13128	Sears Holdings Corporation	\$11,194.20	\$0.00	\$0.00	\$0.00	\$76,111.55	\$87,305.75
										Dynasty Carpet & Rug Co., Inc.	15836	Sears Holdings Corporation	\$11,194.20	\$0.00	\$0.00	\$0.00	\$76,111.55	\$87,305.75
14.	Gaia Group, Inc.	481	Sears Holdings Corporation	\$174,368.44	\$0.00	\$0.00	\$0.00	\$0.00	\$174,368.44	Gaia Group, Inc.	4279	Sears Holdings Corporation	\$12,600.00	\$0.00	\$0.00	\$0.00	\$161,768.44	\$174,368.44
15.	Hangzhou In-Choice Import and Export Co., Ltd	186	Sears Holdings Corporation	\$0.00	\$0.00	\$0.00	\$0.00	\$326,048.17	\$326,048.17	Hangzhou In-Choice Import and Export Co., Ltd	4609	Kmart Corporation	\$109,669.53	\$0.00	\$0.00	\$0.00	\$216,378.64	\$326,048.17
16.	HANGZHOU IN-CHOICE IMPORT AND EXPORT CO., LTD	190	Sears Holdings Corporation	\$0.00	\$0.00	\$0.00	\$0.00	\$283,341.12	\$283,341.12	HANGZHOU IN-CHOICE IMPORT AND EXPORT CO., LTD	4587	Kmart Corporation	\$283,341.12	\$0.00	\$0.00	\$0.00	\$0.00	\$283,341.12
17.	Hangzhou In-Choice Import and Export Co., LTD	266	Sears, Roebuck and Co.	\$4,024.80	\$0.00	\$0.00	\$0.00	\$167,850.90	\$171,875.70	Hangzhou In-Choice Import and Export Co., Ltd	4616	Sears, Roebuck and Co.	\$171,875.70	\$0.00	\$0.00	\$0.00	\$0.00	\$171,875.70
18.	HANGZHOU IN-CHOICE IMPORT AND EXPORT CO LTD	408	Sears Holdings Corporation	\$0.00	\$0.00	\$0.00	\$0.00	\$359,154.36	\$359,154.36	HANGZHOU IN-CHOICE IMPORT AND EXPORT CO., LTD	4588	Sears, Roebuck and Co.	\$99,197.40	\$0.00	\$0.00	\$0.00	\$259,956.96	\$359,154.36
19.	INTEGRATED SERVICE MGT LLC	1024	Sears Holdings Corporation	\$201,153.81	\$0.00	\$0.00	\$166,791.39	\$111,597.56	\$479,542.76	INTEGRATED SERVICE MGT LLC	10449	Sears Holdings Corporation	\$201,153.81	\$0.00	\$0.00	\$166,791.39	\$119,782.66	\$487,727.86
20.	International Paper	691	Sears Holdings Corporation	\$116,548.33	\$0.00	\$0.00	\$0.00	\$0.00	\$116,548.33	International Paper	9567	Kmart Corporation	\$116,548.33	\$0.00	\$0.00	\$0.00	\$0.00	\$116,548.33
										International Paper	10037	Kmart Corporation	\$116,548.33	\$0.00	\$0.00	\$0.00	\$0.00	\$116,548.33
21.	Kimberly-Clark Corporation	5369	Kmart Corporation	\$748,232.33	\$0.00	\$0.00	\$0.00	\$247,725.99	\$995,958.32	Kimberly-Clark Corporation	9030	Kmart Corporation	\$748,232.33	\$0.00	\$0.00	\$0.00	\$247,725.99	\$995,958.32
22.	KISS PRODUCTS, INC.	3134	Sears Holdings Corporation	\$240,440.88	\$0.00	\$0.00	\$0.00	\$604,881.87	\$845,322.75	Kiss Products, Inc.	10672	Sears Holdings Management Corporation	\$240,440.88	\$0.00	\$0.00	\$0.00	\$604,881.87	\$845,322.75
23.	Ledvance LLC	1177	Sears Holdings Corporation	\$349,504.10	\$0.00	\$0.00	\$0.00	\$823,346.50	\$1,172,850.60	Ledvance LLC	14492	Kmart Corporation	\$94,590.84	\$0.00	\$0.00	\$0.00	\$137,016.85	\$231,607.69
										Ledvance LLC	14800	Sears, Roebuck and Co.	\$254,913.26	\$0.00	\$0.00	\$0.00	\$686,329.65	\$941,242.91
24.	Lifeworks Technology Group, LLC	6553	Sears Holdings Corporation	\$1,484.40	\$0.00	\$0.00	\$0.00	\$16,218.98	\$17,703.38	Lifeworks Technology Group	11158	Sears Holdings Corporation	\$1,484.40	\$0.00	\$0.00	\$1,484.40	\$14,734.58	\$17,703.38
25.	Lifeworks Technology Group, LLC	6565	Kmart Corporation	\$3,744.00	\$0.00	\$0.00	\$0.00	\$24,016.76	\$27,760.76	Lifeworks Technology Group	11123	Kmart Corporation	\$3,744.00	\$0.00	\$0.00	\$0.00	\$24,016.76	\$27,760.76
26.	Mansheen Industries Ltd.	1255	Sears Holdings Corporation	\$202,297.62	\$0.00	\$0.00	\$0.00	\$385,674.84	\$587,972.46	MANSHEEN INDUSTRIES LTD.	12476	Sears Holdings Corporation	\$175,987.98	\$0.00	\$0.00	\$0.00	\$39,845.60	\$215,833.58
										MANSHEEN INDUSTRIES LTD.	12637	Kmart Corporation	\$258,633.61	\$0.00	\$0.00	\$0.00	\$113,472.47	\$372,106.08
27.	netRelevance LLC	1274	Sears Holdings Corporation	\$306,378.55	\$0.00	\$0.00	\$0.00	\$268,708.50	\$575,087.05	netRelevance LLC	12276	Sears Holdings Corporation	\$306,378.55	\$0.00	\$0.00	\$0.00	\$268,708.50	\$575,087.05
28.	Niagara Bottling, LLC	8167	Sears Holdings Corporation	\$326,344.25	\$0.00	\$0.00	\$0.00	\$13,577.62	\$339,921.87	Niagara Bottling, LLC	8786	Kmart Corporation	\$257,552.41	\$0.00	\$0.00	\$0.00	\$82,369.46	\$339,921.87
										Niagara Bottling, LLC	8620	Kmart Corporation	\$326,344.25	\$0.00	\$0.00	\$0.00	\$13,577.62	\$339,921.87

Ref #	Name of Claimant	Claim No. to be Disallowed	Asserted Debtor	Claims to be Disallowed						Surviving Claims								
				Asserted 503(b)(9) Administrative Priority Claim Amount	Asserted Administrative Priority Claim Amount	Asserted Secured Claim Amount	Asserted Priority Claim Amount	Asserted General Unsecured Claim Amount	Asserted Total Claim Amount	Name of Claimant	Surviving Claim No.	Asserted Debtor	Asserted 503(b)(9) Administrative Priority Claim Amount	Asserted Administrative Priority Claim Amount	Asserted Secured Claim Amount	Asserted Priority Claim Amount	Asserted General Unsecured Claim Amount	Asserted Total Claim Amount
29	Ningbo Splendid Home Textiles Co., Ltd	900	Kmart Corporation	\$29,700.00	\$0.00	\$0.00	\$0.00	\$0.00	\$29,700.00	NINGBO SPLENDID HOME TEXTILES CO., LTD	2693	Kmart Corporation	\$29,700.00	\$0.00	\$0.00	\$0.00	\$0.00	\$29,700.00
										Ningbo Splendid Home Textiles Co., Ltd	2711	Kmart Corporation	\$29,700.00	\$0.00	\$0.00	\$0.00	\$0.00	\$29,700.00
30	Olla Beauty Supply, INC DBA Ultra Standard Distributors	10478	Sears Holdings Corporation	\$49,057.13	\$0.00	\$0.00	\$0.00	\$147,827.27	\$196,884.40	Olla Beauty Supply, INC DBA Ultra Standard Distributors	10561	Sears Holdings Corporation	\$49,057.13	\$0.00	\$0.00	\$0.00	\$147,827.27	\$196,884.40
31	P.K. Douglass Inc.	2202	Kmart Corporation	\$32,995.10	\$0.00	\$0.00	\$0.00	\$0.00	\$32,995.10	P.K. Douglass Inc.	8516	Kmart Corporation	\$30,778.80	\$0.00	\$0.00	\$0.00	\$0.00	\$30,778.80
32	Pearl Global Industries Limited	1445	Sears, Roebuck and Co.	\$1,118,516.11	\$0.00	\$0.00	\$0.00	\$0.00	\$1,118,516.11	Pearl Global Industries Limited	16468	Sears Holdings Corporation	\$134,673.93	\$0.00	\$0.00	\$0.00	\$562,281.51	\$696,955.44
33	Pearl Global Industries Limited	3313	Sears, Roebuck and Co.	\$1,118,516.11	\$0.00	\$0.00	\$0.00	\$0.00	\$1,118,516.11									
34	Pearl Global Industries Limited	1452	Kmart Holding Corporation	\$1,505,897.25	\$0.00	\$0.00	\$0.00	\$0.00	\$1,505,897.25									
35	Pearl Global Industries Limited	2687	Kmart Corporation	\$1,505,897.25	\$0.00	\$0.00	\$0.00	\$0.00	\$1,505,897.25	Pearl Global Industries Limited	16366	Kmart Holding Corporation	\$496,224.75	\$0.00	\$0.00	\$0.00	\$457,099.53	\$953,324.28
36	Pearl Global Industries Limited	3174	Kmart Corporation	\$1,505,897.25	\$0.00	\$0.00	\$0.00	\$0.00	\$1,505,897.25									
37	Pearl Global Industries Limited	3305	Kmart Corporation	\$1,505,897.25	\$0.00	\$0.00	\$0.00	\$0.00	\$1,505,897.25									
38	Quality House Int	753	Sears Holdings Corporation	\$1,678,807.63	\$0.00	\$0.00	\$0.00	\$568,632.17	\$2,247,439.80	Quality House Int	2939	Sears Holdings Corporation	\$1,678,807.63	\$0.00	\$0.00	\$0.00	\$568,632.17	\$2,247,439.80
										Quality House Int	7897	Sears, Roebuck and Co.	\$141,342.75	\$0.00	\$0.00	\$0.00	\$642,984.39	\$784,327.14
39	South Water Signs	356	Sears Holdings Corporation	\$20,640.00	\$0.00	\$0.00	\$0.00	\$38,644.00	\$59,284.00	SOUTH WATER SIGNS	9060	Sears Holdings Corporation	\$20,640.00	\$0.00	\$0.00	\$0.00	\$36,394.00	\$57,034.00
40	Thiessen Communications	1124	Sears Holdings Corporation	\$21,700.00	\$0.00	\$0.00	\$21,700.00	\$120,818.01	\$164,218.01	Vendor Recovery Fund IV, LLC as Transferee of Thiessen Communications	6713	Sears Holdings Corporation	\$38,122.00	\$0.00	\$0.00	\$0.00	\$0.00	\$38,122.00
41	Weihai Lianqiao International Coop. Group Co., LTD	519	Kmart Corporation	\$897,737.81	\$0.00	\$0.00	\$0.00	\$105,863.90	\$1,003,601.71	Weihai Lianqiao International Coop Group Co. Ltd.	15702	Kmart Corporation	\$267,841.10	\$0.00	\$0.00	\$0.00	\$622,271.58	\$890,112.68
42	Weihai Lianqiao International Coop Group Co. Ltd	2340	Kmart Corporation	\$897,737.81	\$0.00	\$0.00	\$0.00	\$105,863.90	\$1,003,601.71									
43	Weihai Lianqiao International Coop. Group Co., Ltd	818	Sears, Roebuck and Co.	\$1,988,977.51	\$0.00	\$0.00	\$0.00	\$979,952.80	\$2,968,930.31	Weihai Lianqiao International Coop Group Co. Ltd.	15587	Sears, Roebuck and Co.	\$646,697.26	\$0.00	\$0.00	\$0.00	\$1,965,191.34	\$2,611,888.60
44	Weihai Lianqiao International Coop. Group Co., Ltd	2513	Sears, Roebuck and Co.	\$1,988,977.51	\$0.00	\$0.00	\$0.00	\$979,952.80	\$2,968,930.31									
45	Whitebox Multi-Strategy Partners, LP as Transferee of SportsPower Limited	3352	Sears, Roebuck and Co.	\$246,180.00	\$0.00	\$0.00	\$0.00	\$0.00	\$246,180.00	Whitebox Multi-Strategy Partners, LP as Transferee of SportsPower Limited	13944	Sears, Roebuck and Co.	\$246,180.00	\$0.00	\$0.00	\$0.00	\$0.00	\$246,180.00
46	Whitebox Multi-Strategy Partners, LP as Transferee of SportsPower Limited	4284	Sears, Roebuck and Co.	\$246,180.00	\$0.00	\$0.00	\$0.00	\$0.00	\$246,180.00									
47	Wicked Fashions, Inc.	4102	Sears Holdings Corporation	\$144,912.00	\$0.00	\$0.00	\$0.00	\$0.00	\$144,912.00	Wicked Fashions, Inc.	15247	Sears Holdings Corporation	\$144,912.00	\$0.00	\$0.00	\$0.00	\$0.00	\$144,912.00
										Wicked Fashions, Inc.	16205	Sears Holdings Corporation	\$144,912.00	\$0.00	\$0.00	\$0.00	\$0.00	\$144,912.00
48	Winners Industry Company Limited	7825	Sears, Roebuck and Co.	\$943,943.23	\$0.00	\$0.00	\$0.00	\$1,173,318.89	\$2,117,262.12	Winners Industry Company Limited	15654	Sears, Roebuck and Co.	\$1,726,765.83	\$0.00	\$0.00	\$0.00	\$1,173,318.89	\$2,900,084.72
										Winners Industry Company Limited	17627	Sears, Roebuck and Co.	\$1,726,765.83	\$0.00	\$0.00	\$0.00	\$1,173,318.89	\$2,900,084.72
49	Winners Industry Company Limited	7827	Kmart Corporation	\$1,117,926.72	\$0.00	\$0.00	\$0.00	\$1,253,150.92	\$2,371,077.64	Winners Industry Company Limited	15719	Kmart Corporation	\$1,205,965.44	\$0.00	\$0.00	\$0.00	\$1,253,150.92	\$2,459,116.36
										Winners Industry Company Limited	16253	Kmart Corporation	\$1,205,965.44	\$0.00	\$0.00	\$0.00	\$1,253,150.92	\$2,459,116.36
50	Zhejiang YAT Electrical Appliance Co. Ltd. #4188	3852	Sears Holdings Corporation	\$741,944.50	\$0.00	\$0.00	\$0.00	\$0.00	\$741,944.50	Zhejiang YAT Electrical Appliance Co. Ltd. #4188	8677	Sears, Roebuck and Co.	\$741,944.50	\$0.00	\$0.00	\$0.00	\$0.00	\$741,944.50

Exhibit B

Claims Hearing Procedures

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----	X	
	:	
In re	:	Chapter 11
	:	
SEARS HOLDINGS CORPORATION, et al.,	:	Case No. 18-23538 (RDD)
	:	
Debtors.¹	:	(Jointly Administered)
	:	
-----	X	

COURT-ORDERED CLAIMS HEARING PROCEDURES

The claims hearing procedures (the “**Claims Hearing Procedures**”) described herein have been ordered by the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) to apply to the Chapter 11 cases of the Sears Holdings Corporation and its affiliated debtors (collectively, the “**Debtors**”).

Claims Hearing Procedures

1. Pursuant to the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405) (the “**Amended Case Management Order**”), the Bankruptcy Court established periodic omnibus hearings (the “**Omnibus Hearings**”) in these Chapter 11 cases. The Debtors shall schedule the return date for claims objections, omnibus or otherwise, for hearing at Omnibus Hearings or other hearings the Debtors may schedule with the Bankruptcy Court.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

2. The Bankruptcy Court may enter an order at the scheduled hearing sustaining an objection to proofs of claim (each, a “**Proof of Claim**”) with respect to which no response (a “**Response**”)² is properly filed and served.
3. The hearing to consider an objection to Proofs of Claim as to which a Response is properly filed and served (each, a “**Contested Claim**”) shall be set for a contested hearing (each, a “**Claims Hearing**”) to be scheduled by the Debtors, in their sole discretion, as set forth herein. The Debtors may request that the Bankruptcy Court schedule Claims Hearings on the date and/or time of the Omnibus Hearings or at another date and time.
4. The Debtors shall schedule a Claims Hearing for a Contested Claim as follows:
 - (i) For a non-evidentiary hearing to address whether the Contested Claim has failed to state a claim against the Debtors which can be allowed and should be dismissed pursuant to Bankruptcy Rule 7012 (a “**Sufficiency Hearing**”), unless the Debtors serve the applicable claimant (the “**Claimant**”) with a Notice of Merits Hearing (as defined herein), the Sufficiency Hearing shall go forward at the return date set in accordance with paragraph 1 of these Claims Hearing Procedures. The legal standard of review that will be applied by the Bankruptcy Court at a Sufficiency Hearing will be equivalent to the standard applied by the Bankruptcy Court upon a motion to dismiss for failure to state a claim upon which relief can be granted.
 - (ii) For an evidentiary hearing on the merits of a Contested Claim (a “**Merits Hearing**”), the Debtors may, in their sole discretion, serve upon the relevant Claimant, by email or overnight delivery, with a copy to the Creditors’ Committee, and file with the Bankruptcy Court, a notice substantially in the form attached to the *Order Approving (I) Claims Objection Procedures, (II) Claims Settlement Procedures, and (III) Claims Hearing Procedures* (ECF No. 3014) as **Exhibit 2** (a “**Notice of Merits Hearing**”) at least thirty (30) calendar days prior to the date of such Merits Hearing. The rules and procedures applicable to such Merits Hearing will be set forth in any scheduling order issued by the Bankruptcy Court in connection therewith.
5. Discovery with respect to a Contested Claim will not be permitted until either: (i) the Bankruptcy Court has held a Sufficiency Hearing and determined that the Contested Claim states a claim that could be allowed and should not be dismissed pursuant to Bankruptcy Rule 7012; or (ii) the Debtors have served on the relevant Claimant a Notice of Merits Hearing with respect to the Contested Claim.
6. The Debtors may file and serve a reply (a “**Reply**”) to a Response no later than 4:00 p.m. (Prevailing Eastern Time) on the day that is at least two (2) business days prior to the date of the applicable hearing.
7. The Debtors, in their sole discretion, are authorized to further adjourn a hearing scheduled in accordance herewith at any time by providing notice to the Bankruptcy Court and the Claimant.

² Any information submitted in connection with a Proof of Claim shall be part of the record with respect to the relevant Claim, and any such information already submitted need not be resubmitted in connection with the Claims Hearing Procedures.

8. **Sanctions.** The Bankruptcy Court will consider appropriate sanctions, including allowance or disallowance of the Contested Claim, if either party does not follow the Claims Hearing Procedures.

BY ORDER OF THE BANKRUPTCY COURT

WEIL, GOTSHAL & MANGES LLP

767 Fifth Avenue

New York, New York 10153

Telephone: (212) 310-8000

Facsimile: (212) 310-8007

Ray C. Schrock, P.C.

Jacqueline Marcus

Garrett A. Fail

Sunny Singh

Attorneys for Debtors

and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: CHAPTER 11
	:
SEARS HOLDINGS CORPORATION, et al.,	: Case No. 18-23538 (RDD)
	:
Debtors.¹	: (Jointly Administered)
-----X	

**DEBTORS' FOURTH OMNIBUS OBJECTION TO PROOFS OF CLAIM
(AMENDED AND SUPERSEDED CLAIMS)**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

THIS OBJECTION SEEKS TO DISALLOW AND EXPUNGE CERTAIN FILED PROOFS OF CLAIM. CLAIMANTS RECEIVING THIS OBJECTION SHOULD LOCATE THEIR NAMES AND CLAIMS ON THE EXHIBIT ATTACHED TO THIS OBJECTION.

IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT THE DEBTORS' COUNSEL, KYLE J. TUMSUDEN, ESQ., AT (212) 310-8125.

TO THE HONORABLE ROBERT D. DRAIN,
UNITED STATES BANKRUPTCY JUDGE:

Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the **"Debtors"**), respectfully represent as follows in support of this omnibus objection (the **"Objection"**):

Background

1. Beginning on October 15, 2018 (the **"Commencement Date"**) and continuing thereafter, each of the Debtors commenced with this Court a voluntary case under chapter 11 of title 11 of the United States Code (the **"Bankruptcy Code"**). The Debtors are authorized to continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On October 24, 2018, the United States Trustee for Region 2 appointed an official committee of unsecured creditors (the **"Creditors' Committee"**). No trustee or examiner has been appointed in these chapter 11 cases.

3. The Debtors' chapter 11 cases are being jointly administered for procedural purposes only pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the **"Bankruptcy Rules"**).

4. On February 8, 2019, the Bankruptcy Court entered the *Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer, (II) Authorizing the Sale of Certain of*

the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts, and Leases in Connection Therewith and (IV) Granting Related Relief (ECF No. 2507), pursuant to which the Debtors sold substantially all their assets to Transform Holdco LLC.

5. On June 28, 2019, the Bankruptcy Court approved the Debtors' disclosure statement (ECF No. 4392) for the *Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and its Affiliated Debtors* (ECF No. 4389).

6. Additional information regarding the Debtors' business, capital structure, and the circumstances leading to the commencement of these chapter 11 cases is set forth in the *Declaration of Robert A. Riecker Pursuant to Rule 1007-2 of Local Bankruptcy Rules for Southern District of New York*, sworn on October 15, 2018 (the "**Riecker Declaration**") (ECF No. 3).²

Jurisdiction

7. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

8. The Debtors file this Objection pursuant to section 502 of the Bankruptcy Code and Bankruptcy Rule 3007, seeking entry of an order disallowing and expunging the Claims listed on **Exhibit A** annexed hereto, under the heading "*Claims to be Disallowed*" (the "**Amended and Superseded Claims**").

9. The Debtors have examined each Amended and Superseded Claim, all documentation provided with respect to each Amended and Superseded Claim, and the Debtors'

² Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Riecker Declaration.

respective books and records, and have determined in each case the Amended and Superseded Claims are amended and superseded by at least one subsequently filed corresponding claim identified under the heading “*Surviving Claims*” on **Exhibit A** (the “**Surviving Claims**”).

10. The Debtors, therefore, request that the Amended and Superseded Claims be disallowed and expunged. A proposed form of order granting the relief requested herein is annexed hereto as **Exhibit B** (the “**Proposed Order**”).

11. This Objection does not affect any of the Surviving Claims and does not constitute an admission or acknowledgement by the Debtors that any such claims should be allowed. The Debtors preserve their rights to later object on any basis to any Surviving Claim and to any Amended and Superseded Claim as to which the Bankruptcy Court does not grant the relief requested herein.

The Amended and Superseded Claims Should Be Disallowed

12. A filed proof of claim is “deemed allowed, unless a party in interest . . . objects.” 11 U.S.C. § 502(a). Upon an objection, the claimant has the burden to demonstrate the validity of the claim. *See Residential Capital, LLC*, 2016 WL 796860, at *9 (S.D.N.Y. 2016); *In re Arcapita Bank B.S.C.(c)*, 2013 WL 6141616, at *1 (Bankr. S.D.N.Y. 2013), *aff’d sub nom. In re Arcapita Bank B.S.C.(c)*, 508 B.R. 814 (S.D.N.Y. 2014); *In re Motors Liquidation Co.*, 2012 WL 1886755, at *3 (S.D.N.Y. 2012); *In re Oneida, Ltd.*, 400 B.R. 384, 389 (Bankr. S.D.N.Y. 2009), *aff’d*, No. 09 Civ. 2229 (DC), 2010 WL 234827, at *5 (S.D.N.Y. Jan. 22, 2010).

13. Section 502(b)(1) of the Bankruptcy Code provides, in relevant part, that a claim may not be allowed to the extent that “such claim is unenforceable against the debtor and property of the debtor, under any agreement or applicable law.” 11 U.S.C. § 502(b)(1). Further, Bankruptcy Rule 3007(d) permits a debtor to file objections to more than one claim on the basis

that, among other things, such claims “have been amended by subsequently filed proofs of claim.” Fed. R. Bankr. P. 3007(d)(3).

14. Claims that are amended and superseded by subsequent claims filed by the same creditor are routinely disallowed and expunged. *See, e.g., Holzer v. Barnard*, 2016 WL 4046767, at *5 (E.D.N.Y. July 27, 2016); *In re Dewey & Leboeuf LLP*, 2014 WL 201586, at *2 (Bankr. S.D.N.Y. Jan. 16, 2014) (disallowing and expunging claims that are amended and superseded by subsequent claims filed by the same creditor); *In re Enron Corp.*, Case No. 01-16034 (AJG), 2005 WL 3874285, at *1 (Bankr. S.D.N.Y. Oct. 5, 2005) (same). Indeed, this Bankruptcy Court routinely disallows and expunges claims that have been amended and superseded by subsequent claims filed by the same creditor. *See, e.g., In re Tops Holding II Corporation, et al.*, Case No. 18-22279 (RDD) (Bankr. S.D.N.Y. Mar. 11, 2019) (ECF No. 910) (disallowing and expunging amended and superseded claims); *In re The Great Atlantic & Pacific Tea Company, Inc., et al.*, Case No. 15-23007 (RDD) (Bankr. S.D.N.Y. Sept. 8, 2016) (ECF No. 3168) (same).

15. The Debtors have reviewed the Amended and Superseded Claims, all documents furnished by the claimants with respect to the Amended and Superseded Claims, and the Debtors’ books and records, and have determined that each Amended and Superseded Claim has been amended and superseded by the subsequently filed corresponding Surviving Claim. The affected claimant has indicated on the proofs of claim forms for the subsequently filed Surviving Claims that the Amended and Superseded Claims have been amended and superseded by the corresponding Surviving Claims.

16. To ensure that the claims register is accurate and does not inaccurately overstate the Debtors’ liabilities and to avoid the possibility of multiple recoveries on account of

the same liability, the Debtors seek entry of the Proposed Order disallowing and expunging the Amended and Superseded Claims from the claims register.

17. The surviving Claims will remain on the claims register, subject to pending and further objections. The Debtors request that each Surviving Claim be deemed to have been filed on the date the original corresponding Amended and Superseded Claim was filed by a claimant, and that the supporting documentation filed with each Amended and Superseded Claim be deemed incorporated into the corresponding Surviving Claim.

Reservation of Rights

18. The Debtors hereby reserve the right to object, as applicable, in the future to any Proofs of Claim subject to this Objection (including the Amended and Superseded Claims and the Surviving Claims) on any ground, and to amend, modify, or supplement this Objection to the extent an objection to a Claim is not granted. A separate notice and hearing will be scheduled for any such objection.

Notice

19. Notice of this Objection has been provided in accordance with the procedures set forth in the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405) (the “**Amended Case Management Order**”). The Debtors respectfully submit that no further notice is required.

20. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

WHEREFORE the Debtors respectfully request entry of the Proposed Order granting the relief requested herein and such other and further relief as is just.

Dated: August 29, 2019
New York, New York

/s/ Garrett A. Fail

Ray C. Schrock, P.C.

Jacqueline Marcus

Garrett A. Fail

Sunny Singh

WEIL, GOTSHAL & MANGES LLP

767 Fifth Avenue

New York, New York 10153

Telephone: (212) 310-8000

Facsimile: (212) 310-8007

*Attorneys for Debtors
and Reorganized Debtors*

Exhibit A

Amended and Superseded Claims

Claims to be Disallowed										Surviving Claims								
Ref #	Name of Claimant	Claim No. to be Disallowed	Asserted Debtor	Asserted 503(b)(9) Administrative Priority Claim Amount	Asserted Administrative Priority Claim Amount	Asserted Secured Claim Amount	Asserted Priority Claim Amount	Asserted General Unsecured Claim Amount	Asserted Total Claim Amount	Name of Claimant	Surviving Claim No.	Asserted Debtor	Asserted 503(b)(9) Administrative Priority Claim Amount	Asserted Administrative Priority Claim Amount	Asserted Secured Claim Amount	Asserted Priority Claim Amount	Asserted General Unsecured Claim Amount	Asserted Total Claim Amount
1.	ABS Graphics, Inc.	1153	Sears Holdings Corporation	\$6,812.00	\$0.00	\$0.00	\$0.00	\$116,439.91	\$123,251.91	ABS Graphics, Inc.	9285	Sears Holdings Corporation	\$0.00	\$0.00	\$0.00	\$0.00	\$123,251.91	\$123,251.91
2.	AMW Vietnam Co., Ltd.	480	Kmart Corporation	\$0.00	\$0.00	\$0.00	\$0.00	\$145,974.75	\$145,974.75	AMW Vietnam Co., Ltd.	14036	Sears Holdings Corporation	\$314,760.69	\$0.00	\$0.00	\$0.00	\$693,157.91	\$1,007,918.60
3.	AMW Vietnam Co., Ltd.	520	Sears, Roebuck and Co.	\$0.00	\$0.00	\$0.00	\$0.00	\$277,837.54	\$277,837.54									
4.	AMW Vietnam Co., Ltd.	542	Sears, Roebuck and Co.	\$0.00	\$0.00	\$0.00	\$0.00	\$150,658.50	\$150,658.50									
5.	AMW Vietnam Co., Ltd.	605	Kmart Corporation	\$0.00	\$0.00	\$0.00	\$0.00	\$89,627.85	\$89,627.85									
6.	AMW Vietnam Co., Ltd.	607	Sears, Roebuck and Co.	\$0.00	\$0.00	\$0.00	\$0.00	\$284,499.60	\$284,499.60									
7.	AMW Vietnam Co., Ltd.	743	Sears Holdings Corporation	\$207,644.39	\$0.00	\$0.00	\$0.00	\$740,831.63	\$948,476.02	Buxton Acquisition Co., LLC	16754	Sears, Roebuck and Co.	\$84,314.30	\$0.00	\$0.00	\$0.00	\$161,501.30	\$245,815.60
8.	Buxton Acquisition Co., LLC	891	Sears Holdings Corporation	\$84,314.30	\$0.00	\$0.00	\$0.00	\$178,975.75	\$263,290.05									
9.	Central Power Distributors, Inc.	147	Sears Holdings Corporation	\$670,093.85	\$0.00	\$0.00	\$0.00	\$0.00	\$670,093.85	Central Power Distributors, Inc.	5234	Sears, Roebuck and Co.	\$670,093.85	\$0.00	\$0.00	\$0.00	\$0.00	\$670,093.85
10.	CRG Financial LLC (As Assignee of Topet USA Inc.)	2935	Sears Holdings Corporation	\$0.00	\$0.00	\$0.00	\$0.00	\$1,979.28	\$1,979.28	Whitebox Multi-Strategy Partners, LP as Transferee of CRG Financial LLC (As Assignee of Topet USA Inc.)	18127	Kmart Corporation	\$1,979.28	\$0.00	\$0.00	\$0.00	\$0.00	\$1,979.28
11.	Cudlie Accessories LLC	4978	Sears Holdings Corporation	\$411.60	\$0.00	\$0.00	\$0.00	\$10,127.40	\$10,539.00	CUDLIE ACCESSORIES LLC C	11796	Sears, Roebuck and Co.	\$4,104.00	\$0.00	\$0.00	\$0.00	\$0.00	\$4,104.00
12.	Data Print Technologies, Inc.	1239	Sears Holdings Corporation	\$254,551.87	\$0.00	\$0.00	\$0.00	\$440,197.31	\$694,749.18	Data Print Technologies, Inc.	6200	Sears Holdings Corporation	\$70,048.15	\$0.00	\$0.00	\$0.00	\$438,595.66	\$508,643.81
13.	Dynasty Carpet & Rug Co., Inc.	5070	Sears Holdings Corporation	\$0.00	\$0.00	\$0.00	\$0.00	\$87,305.75	\$87,305.75	Dynasty Carpet & Rug Co., Inc.	13128	Sears Holdings Corporation	\$11,194.20	\$0.00	\$0.00	\$0.00	\$76,111.55	\$87,305.75
										Dynasty Carpet & Rug Co., Inc.	15836	Sears Holdings Corporation	\$11,194.20	\$0.00	\$0.00	\$0.00	\$76,111.55	\$87,305.75
14.	Gaia Group, Inc.	481	Sears Holdings Corporation	\$174,368.44	\$0.00	\$0.00	\$0.00	\$0.00	\$174,368.44	Gaia Group, Inc.	4279	Sears Holdings Corporation	\$12,600.00	\$0.00	\$0.00	\$0.00	\$161,768.44	\$174,368.44
15.	Hangzhou In-Choice Import and Export Co., Ltd	186	Sears Holdings Corporation	\$0.00	\$0.00	\$0.00	\$0.00	\$326,048.17	\$326,048.17	Hangzhou In-Choice Import and Export Co., Ltd	4609	Kmart Corporation	\$109,669.53	\$0.00	\$0.00	\$0.00	\$216,378.64	\$326,048.17
16.	HANGZHOU IN-CHOICE IMPORT AND EXPORT CO., LTD	190	Sears Holdings Corporation	\$0.00	\$0.00	\$0.00	\$0.00	\$283,341.12	\$283,341.12	HANGZHOU IN-CHOICE IMPORT AND EXPORT CO., LTD	4587	Kmart Corporation	\$283,341.12	\$0.00	\$0.00	\$0.00	\$0.00	\$283,341.12
17.	Hangzhou In-Choice Import and Export Co., LTD	266	Sears, Roebuck and Co.	\$4,024.80	\$0.00	\$0.00	\$0.00	\$167,850.90	\$171,875.70	Hangzhou In-Choice Import and Export Co., Ltd	4616	Sears, Roebuck and Co.	\$171,875.70	\$0.00	\$0.00	\$0.00	\$0.00	\$171,875.70
18.	HANGZHOU IN-CHOICE IMPORT AND EXPORT CO LTD	408	Sears Holdings Corporation	\$0.00	\$0.00	\$0.00	\$0.00	\$359,154.36	\$359,154.36	HANGZHOU IN-CHOICE IMPORT AND EXPORT CO., LTD	4588	Sears, Roebuck and Co.	\$99,197.40	\$0.00	\$0.00	\$0.00	\$259,956.96	\$359,154.36
19.	INTEGRATED SERVICE MGT LLC	1024	Sears Holdings Corporation	\$201,153.81	\$0.00	\$0.00	\$166,791.39	\$111,597.56	\$479,542.76	INTEGRATED SERVICE MGT LLC	10449	Sears Holdings Corporation	\$201,153.81	\$0.00	\$0.00	\$166,791.39	\$119,782.66	\$487,727.86
20.	International Paper	691	Sears Holdings Corporation	\$116,548.33	\$0.00	\$0.00	\$0.00	\$0.00	\$116,548.33	International Paper	9567	Kmart Corporation	\$116,548.33	\$0.00	\$0.00	\$0.00	\$0.00	\$116,548.33
										International Paper	10037	Kmart Corporation	\$116,548.33	\$0.00	\$0.00	\$0.00	\$0.00	\$116,548.33
21.	Kimberly-Clark Corporation	5369	Kmart Corporation	\$748,232.33	\$0.00	\$0.00	\$0.00	\$247,725.99	\$995,958.32	Kimberly-Clark Corporation	9030	Kmart Corporation	\$748,232.33	\$0.00	\$0.00	\$0.00	\$247,725.99	\$995,958.32
22.	KISS PRODUCTS, INC.	3134	Sears Holdings Corporation	\$240,440.88	\$0.00	\$0.00	\$0.00	\$604,881.87	\$845,322.75	Kiss Products, Inc.	10672	Sears Holdings Management Corporation	\$240,440.88	\$0.00	\$0.00	\$0.00	\$604,881.87	\$845,322.75
23.	Ledvance LLC	1177	Sears Holdings Corporation	\$349,504.10	\$0.00	\$0.00	\$0.00	\$823,346.50	\$1,172,850.60	Ledvance LLC	14492	Kmart Corporation	\$94,590.84	\$0.00	\$0.00	\$0.00	\$137,016.85	\$231,607.69
										Ledvance LLC	14800	Sears, Roebuck and Co.	\$254,913.26	\$0.00	\$0.00	\$0.00	\$686,329.65	\$941,242.91
24.	Lifeworks Technology Group, LLC	6553	Sears Holdings Corporation	\$1,484.40	\$0.00	\$0.00	\$0.00	\$16,218.98	\$17,703.38	Lifeworks Technology Group	11158	Sears Holdings Corporation	\$1,484.40	\$0.00	\$0.00	\$1,484.40	\$14,734.58	\$17,703.38
25.	Lifeworks Technology Group, LLC	6565	Kmart Corporation	\$3,744.00	\$0.00	\$0.00	\$0.00	\$24,016.76	\$27,760.76	Lifeworks Technology Group	11123	Kmart Corporation	\$3,744.00	\$0.00	\$0.00	\$0.00	\$24,016.76	\$27,760.76
26.	Mansheen Industries Ltd.	1255	Sears Holdings Corporation	\$202,297.62	\$0.00	\$0.00	\$0.00	\$385,674.84	\$587,972.46	MANSHEEN INDUSTRIES LTD.	12476	Sears Holdings Corporation	\$175,987.98	\$0.00	\$0.00	\$0.00	\$39,845.60	\$215,833.58
										MANSHEEN INDUSTRIES LTD.	12637	Kmart Corporation	\$258,633.61	\$0.00	\$0.00	\$0.00	\$113,472.47	\$372,106.08
27.	netRelevance LLC	1274	Sears Holdings Corporation	\$306,378.55	\$0.00	\$0.00	\$0.00	\$268,708.50	\$575,087.05	netRelevance LLC	12276	Sears Holdings Corporation	\$306,378.55	\$0.00	\$0.00	\$0.00	\$268,708.50	\$575,087.05
28.	Niagara Bottling, LLC	8167	Sears Holdings Corporation	\$326,344.25	\$0.00	\$0.00	\$0.00	\$13,577.62	\$339,921.87	Niagara Bottling, LLC	8786	Kmart Corporation	\$257,552.41	\$0.00	\$0.00	\$0.00	\$82,369.46	\$339,921.87
										Niagara Bottling, LLC	8620	Kmart Corporation	\$326,344.25	\$0.00	\$0.00	\$0.00	\$13,577.62	\$339,921.87

Claims to be Disallowed										Surviving Claims								
Ref #	Name of Claimant	Claim No. to be Disallowed	Asserted Debtor	Asserted 503(b)(9) Administrative Priority Claim Amount	Asserted Administrative Priority Claim Amount	Asserted Secured Claim Amount	Asserted Priority Claim Amount	Asserted General Unsecured Claim Amount	Asserted Total Claim Amount	Name of Claimant	Surviving Claim No.	Asserted Debtor	Asserted 503(b)(9) Administrative Priority Claim Amount	Asserted Administrative Priority Claim Amount	Asserted Secured Claim Amount	Asserted Priority Claim Amount	Asserted General Unsecured Claim Amount	Asserted Total Claim Amount
29	Ningbo Splendid Home Textiles Co., Ltd	900	Kmart Corporation	\$29,700.00	\$0.00	\$0.00	\$0.00	\$0.00	\$29,700.00	NINGBO SPLENDID HOME TEXTILES CO., LTD	2693	Kmart Corporation	\$29,700.00	\$0.00	\$0.00	\$0.00	\$0.00	\$29,700.00
										Ningbo Splendid Home Textiles Co., Ltd	2711	Kmart Corporation	\$29,700.00	\$0.00	\$0.00	\$0.00	\$0.00	\$29,700.00
30	Olla Beauty Supply, INC DBA Ultra Standard Distributors	10478	Sears Holdings Corporation	\$49,057.13	\$0.00	\$0.00	\$0.00	\$147,827.27	\$196,884.40	Olla Beauty Supply, INC DBA Ultra Standard Distributors	10561	Sears Holdings Corporation	\$49,057.13	\$0.00	\$0.00	\$0.00	\$147,827.27	\$196,884.40
31	P.K. Douglass Inc.	2202	Kmart Corporation	\$32,995.10	\$0.00	\$0.00	\$0.00	\$0.00	\$32,995.10	P.K. Douglass Inc.	8516	Kmart Corporation	\$30,778.80	\$0.00	\$0.00	\$0.00	\$0.00	\$30,778.80
32	Pearl Global Industries Limited	1445	Sears, Roebuck and Co.	\$1,118,516.11	\$0.00	\$0.00	\$0.00	\$0.00	\$1,118,516.11	Pearl Global Industries Limited	16468	Sears Holdings Corporation	\$134,673.93	\$0.00	\$0.00	\$0.00	\$562,281.51	\$696,955.44
33	Pearl Global Industries Limited	3313	Sears, Roebuck and Co.	\$1,118,516.11	\$0.00	\$0.00	\$0.00	\$0.00	\$1,118,516.11									
34	Pearl Global Industries Limited	1452	Kmart Holding Corporation	\$1,505,897.25	\$0.00	\$0.00	\$0.00	\$0.00	\$1,505,897.25									
35	Pearl Global Industries Limited	2687	Kmart Corporation	\$1,505,897.25	\$0.00	\$0.00	\$0.00	\$0.00	\$1,505,897.25	Pearl Global Industries Limited	16366	Kmart Holding Corporation	\$496,224.75	\$0.00	\$0.00	\$0.00	\$457,099.53	\$953,324.28
36	Pearl Global Industries Limited	3174	Kmart Corporation	\$1,505,897.25	\$0.00	\$0.00	\$0.00	\$0.00	\$1,505,897.25									
37	Pearl Global Industries Limited	3305	Kmart Corporation	\$1,505,897.25	\$0.00	\$0.00	\$0.00	\$0.00	\$1,505,897.25									
38	Quality House Int	753	Sears Holdings Corporation	\$1,678,807.63	\$0.00	\$0.00	\$0.00	\$568,632.17	\$2,247,439.80	Quality House Int	2939	Sears Holdings Corporation	\$1,678,807.63	\$0.00	\$0.00	\$0.00	\$568,632.17	\$2,247,439.80
										Quality House Int	7897	Sears, Roebuck and Co.	\$141,342.75	\$0.00	\$0.00	\$0.00	\$642,984.39	\$784,327.14
39	South Water Signs	356	Sears Holdings Corporation	\$20,640.00	\$0.00	\$0.00	\$0.00	\$38,644.00	\$59,284.00	SOUTH WATER SIGNS	9060	Sears Holdings Corporation	\$20,640.00	\$0.00	\$0.00	\$0.00	\$36,394.00	\$57,034.00
40	Thiessen Communications	1124	Sears Holdings Corporation	\$21,700.00	\$0.00	\$0.00	\$21,700.00	\$120,818.01	\$164,218.01	Vendor Recovery Fund IV, LLC as Transferee of Thiessen Communications	6713	Sears Holdings Corporation	\$38,122.00	\$0.00	\$0.00	\$0.00	\$0.00	\$38,122.00
41	Weihai Lianqiao International Coop. Group Co., LTD	519	Kmart Corporation	\$897,737.81	\$0.00	\$0.00	\$0.00	\$105,863.90	\$1,003,601.71	Weihai Lianqiao International Coop Group Co. Ltd.	15702	Kmart Corporation	\$267,841.10	\$0.00	\$0.00	\$0.00	\$622,271.58	\$890,112.68
42	Weihai Lianqiao International Coop Group Co. Ltd	2340	Kmart Corporation	\$897,737.81	\$0.00	\$0.00	\$0.00	\$105,863.90	\$1,003,601.71									
43	Weihai Lianqiao International Coop. Group Co., Ltd	818	Sears, Roebuck and Co.	\$1,988,977.51	\$0.00	\$0.00	\$0.00	\$979,952.80	\$2,968,930.31	Weihai Lianqiao International Coop Group Co. Ltd.	15587	Sears, Roebuck and Co.	\$646,697.26	\$0.00	\$0.00	\$0.00	\$1,965,191.34	\$2,611,888.60
44	Weihai Lianqiao International Coop. Group Co., Ltd	2513	Sears, Roebuck and Co.	\$1,988,977.51	\$0.00	\$0.00	\$0.00	\$979,952.80	\$2,968,930.31									
45	Whitebox Multi-Strategy Partners, LP as Transferee of SportsPower Limited	3352	Sears, Roebuck and Co.	\$246,180.00	\$0.00	\$0.00	\$0.00	\$0.00	\$246,180.00	Whitebox Multi-Strategy Partners, LP as Transferee of SportsPower Limited	13944	Sears, Roebuck and Co.	\$246,180.00	\$0.00	\$0.00	\$0.00	\$0.00	\$246,180.00
46	Whitebox Multi-Strategy Partners, LP as Transferee of SportsPower Limited	4284	Sears, Roebuck and Co.	\$246,180.00	\$0.00	\$0.00	\$0.00	\$0.00	\$246,180.00									
47	Wicked Fashions, Inc.	4102	Sears Holdings Corporation	\$144,912.00	\$0.00	\$0.00	\$0.00	\$0.00	\$144,912.00	Wicked Fashions, Inc.	15247	Sears Holdings Corporation	\$144,912.00	\$0.00	\$0.00	\$0.00	\$0.00	\$144,912.00
										Wicked Fashions, Inc.	16205	Sears Holdings Corporation	\$144,912.00	\$0.00	\$0.00	\$0.00	\$0.00	\$144,912.00
48	Winners Industry Company Limited	7825	Sears, Roebuck and Co.	\$943,943.23	\$0.00	\$0.00	\$0.00	\$1,173,318.89	\$2,117,262.12	Winners Industry Company Limited	15654	Sears, Roebuck and Co.	\$1,726,765.83	\$0.00	\$0.00	\$0.00	\$1,173,318.89	\$2,900,084.72
										Winners Industry Company Limited	17627	Sears, Roebuck and Co.	\$1,726,765.83	\$0.00	\$0.00	\$0.00	\$1,173,318.89	\$2,900,084.72
49	Winners Industry Company Limited	7827	Kmart Corporation	\$1,117,926.72	\$0.00	\$0.00	\$0.00	\$1,253,150.92	\$2,371,077.64	Winners Industry Company Limited	15719	Kmart Corporation	\$1,205,965.44	\$0.00	\$0.00	\$0.00	\$1,253,150.92	\$2,459,116.36
										Winners Industry Company Limited	16253	Kmart Corporation	\$1,205,965.44	\$0.00	\$0.00	\$0.00	\$1,253,150.92	\$2,459,116.36
50	Zhejiang YAT Electrical Appliance Co. Ltd. #4188	3852	Sears Holdings Corporation	\$741,944.50	\$0.00	\$0.00	\$0.00	\$0.00	\$741,944.50	Zhejiang YAT Electrical Appliance Co. Ltd. #4188	8677	Sears, Roebuck and Co.	\$741,944.50	\$0.00	\$0.00	\$0.00	\$0.00	\$741,944.50

Exhibit B

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re : **CHAPTER 11**
:
SEARS HOLDINGS CORPORATION, et al., : **Case No. 18-23538 (RDD)**
:
Debtors.¹ : **(Jointly Administered)**
-----X

**ORDER GRANTING DEBTORS' FOURTH
OMNIBUS OBJECTION TO PROOFS OF CLAIM
(AMENDED AND SUPERSEDED CLAIMS)**

Upon the *Debtors' Fourth Omnibus Objection to Proofs of Claim (Amended and Superseded Claims)*, filed August 27, 2019 (the “**Objection**”),² of Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), pursuant to section 502 under title 11 of the United States Code (the “**Bankruptcy Code**”), and Rule 3007 of the Federal Rules of Bankruptcy Procedures (the “**Bankruptcy Rules**”), for an order (i) disallowing and expunging the Amended and Superseded

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

² Capitalized terms not otherwise herein defined shall have the meanings ascribed to such terms in the Objection.

Claims (as defined below), and (ii) granting related relief, all as more fully set forth in the Objection; and the Court having jurisdiction to consider the Objection and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and consideration of the Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the relief requested in the Objection having been provided, and it appearing that no other or further notice need be provided in accordance with the Amended Case Management Order; such notice having been adequate and appropriate under the circumstances, and it appearing that other or further notice need be provided; and the Court having held a hearing to consider the relief requested in the Objection on October 23, 2019 (the “**Hearing**”); and upon the record of the Hearing, and upon all of the proceedings had before the Court; and the Court having determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT

1. The Objection is granted to the extent set forth herein.
2. Pursuant to section 502 of the Bankruptcy Code and Bankruptcy Rule 3007, each claim listed on **Exhibit 1** annexed hereto, under the heading “*Claims to be Disallowed*” (the “**Amended and Superseded Claims**”) is disallowed and expunged in its entirety, and each such Amended and Superseded Claim shall be deleted from the Debtors’ claims register.
3. The disallowance and expungement of the Amended and Superseded Claims does not constitute any admission or finding concerning any of the claims listed on **Exhibit**

1 annexed hereto, under the heading “*Surviving Claims*” (the “**Surviving Claims**”), and the Surviving Claims are neither allowed nor disallowed by this Order.

4. The rights of the Debtors to object to the Surviving Claims, in whole or in part, and on any basis, are specifically preserved.

5. Each of the Surviving Claims is deemed to have been filed on the date the original corresponding Amended and Superseded Claim was filed by the Claimant.

6. This Order has no res judicata, estoppel, or other effect on the validity, allowance, or disallowance of, and all rights to object to or defend on any basis are expressly reserved with respect to any Surviving Claim referenced or identified in the Objection that is not listed on **Exhibit 1** annexed hereto.

7. The Debtors, the Debtors’ claims and noticing agent, Prime Clerk, and the Clerk of this Court are authorized to take all actions necessary or appropriate to give effect to this Order.

8. The terms and conditions of this Order are effective immediately upon entry.

Dated: _____, 2019
White Plains, New York

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Amended and Superseded Claims

Claims to be Disallowed										Surviving Claims								
Ref #	Name of Claimant	Claim No. to be Disallowed	Asserted Debtor	Asserted 503(b)(9) Administrative Priority Claim Amount	Asserted Administrative Priority Claim Amount	Asserted Secured Claim Amount	Asserted Priority Claim Amount	Asserted General Unsecured Claim Amount	Asserted Total Claim Amount	Name of Claimant	Surviving Claim No.	Asserted Debtor	Asserted 503(b)(9) Administrative Priority Claim Amount	Asserted Administrative Priority Claim Amount	Asserted Secured Claim Amount	Asserted Priority Claim Amount	Asserted General Unsecured Claim Amount	Asserted Total Claim Amount
1.	ABS Graphics, Inc.	1153	Sears Holdings Corporation	\$6,812.00	\$0.00	\$0.00	\$0.00	\$116,439.91	\$123,251.91	ABS Graphics, Inc.	9285	Sears Holdings Corporation	\$0.00	\$0.00	\$0.00	\$0.00	\$123,251.91	\$123,251.91
2.	AMW Vietnam Co., Ltd.	480	Kmart Corporation	\$0.00	\$0.00	\$0.00	\$0.00	\$145,974.75	\$145,974.75	AMW Vietnam Co., Ltd.	14036	Sears Holdings Corporation	\$314,760.69	\$0.00	\$0.00	\$0.00	\$693,157.91	\$1,007,918.60
3.	AMW Vietnam Co., Ltd.	520	Sears, Roebuck and Co.	\$0.00	\$0.00	\$0.00	\$0.00	\$277,837.54	\$277,837.54									
4.	AMW Vietnam Co., Ltd.	542	Sears, Roebuck and Co.	\$0.00	\$0.00	\$0.00	\$0.00	\$150,658.50	\$150,658.50									
5.	AMW Vietnam Co., Ltd.	605	Kmart Corporation	\$0.00	\$0.00	\$0.00	\$0.00	\$89,627.85	\$89,627.85									
6.	AMW Vietnam Co., Ltd.	607	Sears, Roebuck and Co.	\$0.00	\$0.00	\$0.00	\$0.00	\$284,499.60	\$284,499.60									
7.	AMW Vietnam Co., Ltd.	743	Sears Holdings Corporation	\$207,644.39	\$0.00	\$0.00	\$0.00	\$740,831.63	\$948,476.02	Buxton Acquisition Co., LLC	16754	Sears, Roebuck and Co.	\$84,314.30	\$0.00	\$0.00	\$0.00	\$161,501.30	\$245,815.60
8.	Buxton Acquisition Co., LLC	891	Sears Holdings Corporation	\$84,314.30	\$0.00	\$0.00	\$0.00	\$178,975.75	\$263,290.05									
9.	Central Power Distributors, Inc.	147	Sears Holdings Corporation	\$670,093.85	\$0.00	\$0.00	\$0.00	\$0.00	\$670,093.85	Central Power Distributors, Inc.	5234	Sears, Roebuck and Co.	\$670,093.85	\$0.00	\$0.00	\$0.00	\$0.00	\$670,093.85
10.	CRG Financial LLC (As Assignee of Topet USA Inc.)	2935	Sears Holdings Corporation	\$0.00	\$0.00	\$0.00	\$0.00	\$1,979.28	\$1,979.28	Whitebox Multi-Strategy Partners, LP as Transferee of CRG Financial LLC (As Assignee of Topet USA Inc.)	18127	Kmart Corporation	\$1,979.28	\$0.00	\$0.00	\$0.00	\$0.00	\$1,979.28
11.	Cudlie Accessories LLC	4978	Sears Holdings Corporation	\$411.60	\$0.00	\$0.00	\$0.00	\$10,127.40	\$10,539.00	CUDLIE ACCESSORIES LLC C	11796	Sears, Roebuck and Co.	\$4,104.00	\$0.00	\$0.00	\$0.00	\$0.00	\$4,104.00
12.	Data Print Technologies, Inc.	1239	Sears Holdings Corporation	\$254,551.87	\$0.00	\$0.00	\$0.00	\$440,197.31	\$694,749.18	Data Print Technologies, Inc.	6200	Sears Holdings Corporation	\$70,048.15	\$0.00	\$0.00	\$0.00	\$438,595.66	\$508,643.81
13.	Dynasty Carpet & Rug Co., Inc.	5070	Sears Holdings Corporation	\$0.00	\$0.00	\$0.00	\$0.00	\$87,305.75	\$87,305.75	Dynasty Carpet & Rug Co., Inc.	13128	Sears Holdings Corporation	\$11,194.20	\$0.00	\$0.00	\$0.00	\$76,111.55	\$87,305.75
										Dynasty Carpet & Rug Co., Inc.	15836	Sears Holdings Corporation	\$11,194.20	\$0.00	\$0.00	\$0.00	\$76,111.55	\$87,305.75
14.	Gaia Group, Inc.	481	Sears Holdings Corporation	\$174,368.44	\$0.00	\$0.00	\$0.00	\$0.00	\$174,368.44	Gaia Group, Inc.	4279	Sears Holdings Corporation	\$12,600.00	\$0.00	\$0.00	\$0.00	\$161,768.44	\$174,368.44
15.	Hangzhou In-Choice Import and Export Co., Ltd	186	Sears Holdings Corporation	\$0.00	\$0.00	\$0.00	\$0.00	\$326,048.17	\$326,048.17	Hangzhou In-Choice Import and Export Co., Ltd	4609	Kmart Corporation	\$109,669.53	\$0.00	\$0.00	\$0.00	\$216,378.64	\$326,048.17
16.	HANGZHOU IN-CHOICE IMPORT AND EXPORT CO., LTD	190	Sears Holdings Corporation	\$0.00	\$0.00	\$0.00	\$0.00	\$283,341.12	\$283,341.12	HANGZHOU IN-CHOICE IMPORT AND EXPORT CO., LTD	4587	Kmart Corporation	\$283,341.12	\$0.00	\$0.00	\$0.00	\$0.00	\$283,341.12
17.	Hangzhou In-Choice Import and Export Co., LTD	266	Sears, Roebuck and Co.	\$4,024.80	\$0.00	\$0.00	\$0.00	\$167,850.90	\$171,875.70	Hangzhou In-Choice Import and Export Co., Ltd	4616	Sears, Roebuck and Co.	\$171,875.70	\$0.00	\$0.00	\$0.00	\$0.00	\$171,875.70
18.	HANGZHOU IN-CHOICE IMPORT AND EXPORT CO LTD	408	Sears Holdings Corporation	\$0.00	\$0.00	\$0.00	\$0.00	\$359,154.36	\$359,154.36	HANGZHOU IN-CHOICE IMPORT AND EXPORT CO., LTD	4588	Sears, Roebuck and Co.	\$99,197.40	\$0.00	\$0.00	\$0.00	\$259,956.96	\$359,154.36
19.	INTEGRATED SERVICE MGT LLC	1024	Sears Holdings Corporation	\$201,153.81	\$0.00	\$0.00	\$166,791.39	\$111,597.56	\$479,542.76	INTEGRATED SERVICE MGT LLC	10449	Sears Holdings Corporation	\$201,153.81	\$0.00	\$0.00	\$166,791.39	\$119,782.66	\$487,727.86
20.	International Paper	691	Sears Holdings Corporation	\$116,548.33	\$0.00	\$0.00	\$0.00	\$0.00	\$116,548.33	International Paper	9567	Kmart Corporation	\$116,548.33	\$0.00	\$0.00	\$0.00	\$0.00	\$116,548.33
										International Paper	10037	Kmart Corporation	\$116,548.33	\$0.00	\$0.00	\$0.00	\$0.00	\$116,548.33
21.	Kimberly-Clark Corporation	5369	Kmart Corporation	\$748,232.33	\$0.00	\$0.00	\$0.00	\$247,725.99	\$995,958.32	Kimberly-Clark Corporation	9030	Kmart Corporation	\$748,232.33	\$0.00	\$0.00	\$0.00	\$247,725.99	\$995,958.32
22.	KISS PRODUCTS, INC.	3134	Sears Holdings Corporation	\$240,440.88	\$0.00	\$0.00	\$0.00	\$604,881.87	\$845,322.75	Kiss Products, Inc.	10672	Sears Holdings Management Corporation	\$240,440.88	\$0.00	\$0.00	\$0.00	\$604,881.87	\$845,322.75
23.	Ledvance LLC	1177	Sears Holdings Corporation	\$349,504.10	\$0.00	\$0.00	\$0.00	\$823,346.50	\$1,172,850.60	Ledvance LLC	14492	Kmart Corporation	\$94,590.84	\$0.00	\$0.00	\$0.00	\$137,016.85	\$231,607.69
										Ledvance LLC	14800	Sears, Roebuck and Co.	\$254,913.26	\$0.00	\$0.00	\$0.00	\$686,329.65	\$941,242.91
24.	Lifeworks Technology Group, LLC	6553	Sears Holdings Corporation	\$1,484.40	\$0.00	\$0.00	\$0.00	\$16,218.98	\$17,703.38	Lifeworks Technology Group	11158	Sears Holdings Corporation	\$1,484.40	\$0.00	\$0.00	\$1,484.40	\$14,734.58	\$17,703.38
25.	Lifeworks Technology Group, LLC	6565	Kmart Corporation	\$3,744.00	\$0.00	\$0.00	\$0.00	\$24,016.76	\$27,760.76	Lifeworks Technology Group	11123	Kmart Corporation	\$3,744.00	\$0.00	\$0.00	\$0.00	\$24,016.76	\$27,760.76
26.	Mansheen Industries Ltd.	1255	Sears Holdings Corporation	\$202,297.62	\$0.00	\$0.00	\$0.00	\$385,674.84	\$587,972.46	MANSHEEN INDUSTRIES LTD.	12476	Sears Holdings Corporation	\$175,987.98	\$0.00	\$0.00	\$0.00	\$39,845.60	\$215,833.58
										MANSHEEN INDUSTRIES LTD.	12637	Kmart Corporation	\$258,633.61	\$0.00	\$0.00	\$0.00	\$113,472.47	\$372,106.08
27.	netRelevance LLC	1274	Sears Holdings Corporation	\$306,378.55	\$0.00	\$0.00	\$0.00	\$268,708.50	\$575,087.05	netRelevance LLC	12276	Sears Holdings Corporation	\$306,378.55	\$0.00	\$0.00	\$0.00	\$268,708.50	\$575,087.05
28.	Niagara Bottling, LLC	8167	Sears Holdings Corporation	\$326,344.25	\$0.00	\$0.00	\$0.00	\$13,577.62	\$339,921.87	Niagara Bottling, LLC	8786	Kmart Corporation	\$257,552.41	\$0.00	\$0.00	\$0.00	\$82,369.46	\$339,921.87
										Niagara Bottling, LLC	8620	Kmart Corporation	\$326,344.25	\$0.00	\$0.00	\$0.00	\$13,577.62	\$339,921.87

Ref #	Name of Claimant	Claim No. to be Disallowed	Asserted Debtor	Claims to be Disallowed						Surviving Claims								
				Asserted 503(b)(9) Administrative Priority Claim Amount	Asserted Administrative Priority Claim Amount	Asserted Secured Claim Amount	Asserted Priority Claim Amount	Asserted General Unsecured Claim Amount	Asserted Total Claim Amount	Name of Claimant	Surviving Claim No.	Asserted Debtor	Asserted 503(b)(9) Administrative Priority Claim Amount	Asserted Administrative Priority Claim Amount	Asserted Secured Claim Amount	Asserted Priority Claim Amount	Asserted General Unsecured Claim Amount	Asserted Total Claim Amount
29	Ningbo Splendid Home Textiles Co., Ltd	900	Kmart Corporation	\$29,700.00	\$0.00	\$0.00	\$0.00	\$0.00	\$29,700.00	NINGBO SPLENDID HOME TEXTILES CO., LTD	2693	Kmart Corporation	\$29,700.00	\$0.00	\$0.00	\$0.00	\$0.00	\$29,700.00
										Ningbo Splendid Home Textiles Co., Ltd	2711	Kmart Corporation	\$29,700.00	\$0.00	\$0.00	\$0.00	\$0.00	\$29,700.00
30	Olla Beauty Supply, INC DBA Ultra Standard Distributors	10478	Sears Holdings Corporation	\$49,057.13	\$0.00	\$0.00	\$0.00	\$147,827.27	\$196,884.40	Olla Beauty Supply, INC DBA Ultra Standard Distributors	10561	Sears Holdings Corporation	\$49,057.13	\$0.00	\$0.00	\$0.00	\$147,827.27	\$196,884.40
31	P.K. Douglass Inc.	2202	Kmart Corporation	\$32,995.10	\$0.00	\$0.00	\$0.00	\$0.00	\$32,995.10	P.K. Douglass Inc.	8516	Kmart Corporation	\$30,778.80	\$0.00	\$0.00	\$0.00	\$0.00	\$30,778.80
32	Pearl Global Industries Limited	1445	Sears, Roebuck and Co.	\$1,118,516.11	\$0.00	\$0.00	\$0.00	\$0.00	\$1,118,516.11	Pearl Global Industries Limited	16468	Sears Holdings Corporation	\$134,673.93	\$0.00	\$0.00	\$0.00	\$562,281.51	\$696,955.44
33	Pearl Global Industries Limited	3313	Sears, Roebuck and Co.	\$1,118,516.11	\$0.00	\$0.00	\$0.00	\$0.00	\$1,118,516.11									
34	Pearl Global Industries Limited	1452	Kmart Holding Corporation	\$1,505,897.25	\$0.00	\$0.00	\$0.00	\$0.00	\$1,505,897.25									
35	Pearl Global Industries Limited	2687	Kmart Corporation	\$1,505,897.25	\$0.00	\$0.00	\$0.00	\$0.00	\$1,505,897.25	Pearl Global Industries Limited	16366	Kmart Holding Corporation	\$496,224.75	\$0.00	\$0.00	\$0.00	\$457,099.53	\$953,324.28
36	Pearl Global Industries Limited	3174	Kmart Corporation	\$1,505,897.25	\$0.00	\$0.00	\$0.00	\$0.00	\$1,505,897.25									
37	Pearl Global Industries Limited	3305	Kmart Corporation	\$1,505,897.25	\$0.00	\$0.00	\$0.00	\$0.00	\$1,505,897.25									
38	Quality House Int	753	Sears Holdings Corporation	\$1,678,807.63	\$0.00	\$0.00	\$0.00	\$568,632.17	\$2,247,439.80	Quality House Int	2939	Sears Holdings Corporation	\$1,678,807.63	\$0.00	\$0.00	\$0.00	\$568,632.17	\$2,247,439.80
										Quality House Int	7897	Sears, Roebuck and Co.	\$141,342.75	\$0.00	\$0.00	\$0.00	\$642,984.39	\$784,327.14
39	South Water Signs	356	Sears Holdings Corporation	\$20,640.00	\$0.00	\$0.00	\$0.00	\$38,644.00	\$59,284.00	SOUTH WATER SIGNS	9060	Sears Holdings Corporation	\$20,640.00	\$0.00	\$0.00	\$0.00	\$36,394.00	\$57,034.00
40	Thiessen Communications	1124	Sears Holdings Corporation	\$21,700.00	\$0.00	\$0.00	\$21,700.00	\$120,818.01	\$164,218.01	Vendor Recovery Fund IV, LLC as Transferee of Thiessen Communications	6713	Sears Holdings Corporation	\$38,122.00	\$0.00	\$0.00	\$0.00	\$0.00	\$38,122.00
41	Weihai Lianqiao International Coop. Group Co., LTD	519	Kmart Corporation	\$897,737.81	\$0.00	\$0.00	\$0.00	\$105,863.90	\$1,003,601.71	Weihai Lianqiao International Coop Group Co. Ltd.	15702	Kmart Corporation	\$267,841.10	\$0.00	\$0.00	\$0.00	\$622,271.58	\$890,112.68
42	Weihai Lianqiao International Coop Group Co. Ltd	2340	Kmart Corporation	\$897,737.81	\$0.00	\$0.00	\$0.00	\$105,863.90	\$1,003,601.71									
43	Weihai Lianqiao International Coop. Group Co., Ltd	818	Sears, Roebuck and Co.	\$1,988,977.51	\$0.00	\$0.00	\$0.00	\$979,952.80	\$2,968,930.31	Weihai Lianqiao International Coop Group Co. Ltd.	15587	Sears, Roebuck and Co.	\$646,697.26	\$0.00	\$0.00	\$0.00	\$1,965,191.34	\$2,611,888.60
44	Weihai Lianqiao International Coop. Group Co., Ltd	2513	Sears, Roebuck and Co.	\$1,988,977.51	\$0.00	\$0.00	\$0.00	\$979,952.80	\$2,968,930.31									
45	Whitebox Multi-Strategy Partners, LP as Transferee of SportsPower Limited	3352	Sears, Roebuck and Co.	\$246,180.00	\$0.00	\$0.00	\$0.00	\$0.00	\$246,180.00	Whitebox Multi-Strategy Partners, LP as Transferee of SportsPower Limited	13944	Sears, Roebuck and Co.	\$246,180.00	\$0.00	\$0.00	\$0.00	\$0.00	\$246,180.00
46	Whitebox Multi-Strategy Partners, LP as Transferee of SportsPower Limited	4284	Sears, Roebuck and Co.	\$246,180.00	\$0.00	\$0.00	\$0.00	\$0.00	\$246,180.00									
47	Wicked Fashions, Inc.	4102	Sears Holdings Corporation	\$144,912.00	\$0.00	\$0.00	\$0.00	\$0.00	\$144,912.00	Wicked Fashions, Inc.	15247	Sears Holdings Corporation	\$144,912.00	\$0.00	\$0.00	\$0.00	\$0.00	\$144,912.00
										Wicked Fashions, Inc.	16205	Sears Holdings Corporation	\$144,912.00	\$0.00	\$0.00	\$0.00	\$0.00	\$144,912.00
48	Winners Industry Company Limited	7825	Sears, Roebuck and Co.	\$943,943.23	\$0.00	\$0.00	\$0.00	\$1,173,318.89	\$2,117,262.12	Winners Industry Company Limited	15654	Sears, Roebuck and Co.	\$1,726,765.83	\$0.00	\$0.00	\$0.00	\$1,173,318.89	\$2,900,084.72
										Winners Industry Company Limited	17627	Sears, Roebuck and Co.	\$1,726,765.83	\$0.00	\$0.00	\$0.00	\$1,173,318.89	\$2,900,084.72
49	Winners Industry Company Limited	7827	Kmart Corporation	\$1,117,926.72	\$0.00	\$0.00	\$0.00	\$1,253,150.92	\$2,371,077.64	Winners Industry Company Limited	15719	Kmart Corporation	\$1,205,965.44	\$0.00	\$0.00	\$0.00	\$1,253,150.92	\$2,459,116.36
										Winners Industry Company Limited	16253	Kmart Corporation	\$1,205,965.44	\$0.00	\$0.00	\$0.00	\$1,253,150.92	\$2,459,116.36
50	Zhejiang YAT Electrical Appliance Co. Ltd. #4188	3852	Sears Holdings Corporation	\$741,944.50	\$0.00	\$0.00	\$0.00	\$0.00	\$741,944.50	Zhejiang YAT Electrical Appliance Co. Ltd. #4188	8677	Sears, Roebuck and Co.	\$741,944.50	\$0.00	\$0.00	\$0.00	\$0.00	\$741,944.50